## FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

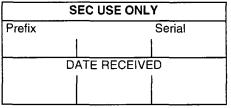
FORM :D2005

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR JNIFORM LIMITED OFFERING EXEMPTION

OMB Number: 3235-0076

Expires: April 30, 2008 Estimated average burden

hours per response: 16.00



Name of Offering ( check if this is an amendment of Goldman Sachs Hedge Fund Partners Inst	ent and name has changed, and indicate change.)	122 7919					
Filing Under (Check box(es) that apply):		Section 4(6) ULOE					
Type of Filing: ☐ New Filing ☑ Amendm		.,					
	A. BASIC IDENTIFICATION DATA	**************************************					
1. Enter the information requested about the issue							
•	ent and name has changed, and indicate change.)						
,	-						
Goldman Sachs Hedge Fund Partners Inst	itutional, Ltd.						
Address of Executive Offices (N	umber and Street, City, State, Zip Code)	Telephone Number (including Area Code)					
c/o Goldman Sachs Hedge Fund Strategie	s LLC, 701 Mount Lucas Road, Princeton,	(609) 497-5500					
New Jersey 08540							
Address of Principal Business Operations (if different from Executive Offices)	Number and Street, City, State ProcesSS	Telephone Number (Including Area Code)					
Brief Description of Business	ALIG 1 8 200	<b>5</b> 2					
To encrete as a private investment find							
THOMSON							
Type of Business Organization	FINANCIAI						
corporation	☐ limited partnership, already formed	✓ other (please specify):					
□ business trust	☐ limited partnership, to be formed	Exempted Limited Company					
	1 1	and the second s					
	Month Year						
Actual or Estimated Date of Incorporation or Or	ganization: 0 1 0 3	☑ Actual ☐ Estimated					
Jurisdiction of Incorporation or Organization:	(Enter two-letter U.S. Postal Service abbreviat	ion for					
	State: CN for Canada; FN for other foreign jur	isdiction) F N					

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collections of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 492548.33

* Each promoter of the issuer, if	the issuer ha	as been organized w	ithin	the past five years;				
<ul> <li>Each beneficial owner having to of the issuer;</li> </ul>	he power to	vote or dispose, or	direc	t the vote or disposi	tion (	of, 10% or r	nore o	f a class of equity securities
* Each executive officer and dire	ctor of corp	orate issuers and of	corp	orate general and ma	anagi	ng partners	of par	tnership issuers; and
* Each general and managing pa	rtner of part	nership issuers.						
Check Box(es) that Apply: ☑ Pron		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if individual)	)							
Goldman Sachs Hedge Fund Strategie	s LLC (the	Issuer's Investmen	t Ma	mager)			_	
Business or Residence Address (Numb	er and Stree	et, City, State, Zip C	(ode					
701 Mount Lucas Road, Princeton, Ne	w Jersey 08	3540	11.00 to 10.000					
Check Box(es) that Apply:		Beneficial Owner		Executive Officer the Issuer's Investo				General and/or Managing Partner
Full Name (Last name first, if individual Clark, Kent A.	)							
Business or Residence Address (Numb	er and Stree	et, City, State, Zip C	ode)		M. Mai		. d	
c/o Goldman Sachs Hedge Fund Strate	egies LLC,	701 Mount Lucas l	Road	, Princeton, New Jo	erséy	08540		*
Check Box(es) that Apply:	noter 🗆	Beneficial Owner		Executive Officer the Issuer's Investm		Director* Ianager		General and/or Managing Partner
Full Name (Last name first, if individual)	)							
Lawson, Hugh J.							,	
Business or Residence Address (Numb	per and Stree	et, City, State, Zip C	Code)					
c/o Goldman Sachs Hedge Fund Strate	The second of the second second	THE REPORT AND ADDRESS OF THE PARTY OF THE P	YARAMAN AND	VALUE - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -	000041-250		•	· · · · · · · · · · · · · · · · · · ·
Check Box(es) that Apply ☐ Pron				Executive Officer Issuer's Investment				General and/or Managing Partner
Full Name (Last name first, if individual Levy, Tobin V.		erse de la comunicación de la co					14 31 4 -	
Business or Residence Address (Number of Goldman Sachs Hedge Fund Strate	per and Stree	et, City, State, Zip C	lode)	10.000 to 10.000 10.000 10.000 10.000 10.000 10.000 10.000 10.000 10.000 10.000 10.000 10.000 10.000 10.000 10	ersey	08540		
Check Box(es) that Apply: ☐ Pron	noter 🗆	Beneficial Owner		Executive Officer the Issuer's Investm				General and/or Managing Partner
Full Name (Last name first, if individual	)			,				
Walker, George H.	<del> </del>		-					
Business or Residence Address (Number	per and Stree	et, City, State, Zip C	Code)					
c/o Goldman Sachs Hedge Fund Strate	egies LLC,	701 Mount Lucas 1	Road	, Princeton, New Jo	ersey	08540		
Check Box(es) that Apply:	noter 🔲	Beneficial Owner	1 61 80	Executive Officer* the Issuer's Investm		A A	. 🗆	General and/or Managing Partner
Full Name (Last name first, if individual	) , , , , , , , , , , , , , , , , , , ,	erang.		San San Li	446 Z. So	SP Commence		
Gall, Natalie M.		200 K			6, 3/3			
Business or Residence Address (Numb	ASS C 142		90° 00	K. 1. 14 (1980)	Ý.		9	
c/o Goldman Sachs Hedge Fund Strate	egies LLC,		Road	, Princeton, New J	ersey	08540	· ·	
Check Box(es) that Apply:	noter	Beneficial Owner	<b>☑</b> * of	Executive Officer* the Issuer's Investor	-	Director Manager		General and/or Managing Partner
Full Name (Last name first, if individual	)							
Goldberg, Noah C.								
		et, City, State, Zip C						
c/o Goldman Sachs Hedge Fund Strate								
(Use t	nank sneet,	or copy and use add	unon	al copies of this shee	et, as	necessary.)		

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

492548.33 Page 2 of 9 SEC 1972 (7-00)

## Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer\* ☐ Director ☐ General and/or \*of the Issuer's Investment Manager Managing Partner Full Name (Last name first, if individual) Plutzer, David S. Business or Residence Address (Number and Street, City, State, Zip Code) 701 Mount Lucas Road, Princeton, New Jersey 08540 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) to an analysis of the second Business or Residence Address (Number and Street, City, State, Zip Code) A PORT OF A STANCE AS A CONTROL OF THE STANCE OF THE STANC □ Promoter □ Beneficial Owner □ Executive Officer □ Director □ General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual). (Number and Street, City, State, Zip Code) Business or Residence Address ☐ Promoter ☐ Check Box(es) that Apply: Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

Enter the information requested for the following:

492548.33 Page 3 of 9 SEC 1972 (7-00)

1 m A	200			B. INI	FORMAT	ION ABO	UT OFFI	ERING				X 20 1
1 Uos the	a inquer calc	l or does th	a issuar inte	and to coll t	to non ocore	aditad invas	toro in this	offoring?			Yes	No ☑
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										u	•	
,												
2. What is the minimum investment that will be accepted from any individual?									\$	00,000*		
*The Company at its discretion may accept subscriptions for lesser amounts.  3. Does the offering permit joint ownership of a single unit?										Yes ☑	No □	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full Name	(Last name	first, if ind	ividual)									
	Sachs & C											
Business of	or Residence	e Address (N	Number and	Street, City	y, State, Zip	Code)						
85 Broad	Street, Nev	v York, Nev	w York 100	04								
Name of A	Associated E	Broker or De	aler									
			s Solicited ( lividual Stat									l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
(IL)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name	(Last name	e first, if ind	ividual)				•					
							<del></del>					en.
Business of	or Residence	e Address (1	Number and	Street, City	y, State, Zip	Code)						
Name of A	Associated E	Broker or De	ealer									
			s Solicited ( lividual Stat								🗆 Aì	1 States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name	e (Last name	e first, if ind	ividual)									
Business of	or Residence	e Address (I	Number and	Street, City	y, State, Zip	Code)						
								<del></del>				
Name of A	Associated E	Broker or De	ealer									
			s Solicited									All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter 'the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		Aggregate Offering Price		Amount Already Sold
	Debt	\$_	0	\$	0
	Equity (Shares)	\$	311,812,543		311,812,543
	□ Common □ Preferred			•	
	Convertible Securities (including warrants)	\$_	0	. \$	0
	Partnership Interests	\$_	0		0
	Other (Specify)	\$	0	\$	
٠	Total	\$_	311,812,543	\$	311,812,543
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			•	Aggregate
			Number Investors		Dollar Amount of Purchases
	Accredited Investors	_	252	. \$	311,812,543
	Non-accredited Investors		0	. \$	0
	Total (for filings under Rule 504 only)		N/A	\$	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.				
	Type of offering		Type of Security		Dollar Amount Sold
	Rule 505		N/A	\$	N/A
	Regulation A	_	 N/A	- \$	N/A
	Rule 504.	_	N/A	- ` \$	
	Total	_	N/A	 \$	
ti ti	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of the expenditure is not known, furnish an estimate and check the box to the left of the estimate.	_		-	
	Transfer Agent's Fees			\$	0
	Printing and Engraving Costs			\$	0
	Legal Fees		Ø	\$	135,665
	Accounting Fees			\$	0
	Engineering Fees			\$	0
	Sales Commissions (specify finders' fees separately)		囡	\$	935,438
	Other Expenses (identify):			\$	
	Total		Ø	\$	1,071,103
			_		

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Page 5 of 9 SEC 1972 (7-00)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXP	ENS	ES A	AND USE OF PI	ROCE	EDS	
	b. Enter the difference between the aggregate offering price given in response to - Question 1 and total expenses furnished in response to Part C - Question 4.a difference is the "adjusted gross proceeds to the issuer."	. Thi	is		\$_		310,741,440
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proto be used for each of the purposes shown. If the amount for any purpose is not be furnish an estimate and check the box to the left of the estimate. The total payments listed must equal the adjusted gross proceeds to the issuer set forth in reto Part C - Question 4.b. above.	cnowi of th	n, ie				
				Payments to Officers, Directors, & Affiliates			Payments To Others
	Salaries and Fees		\$_	0		\$_	0
	Purchase of real estate		\$_	0		\$_	0
	Purchase, rental or leasing and installation of machinery and equipment		\$_	0		\$_	0
	Construction or leasing of plant buildings and facilities		\$_	0		\$_	0
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		\$	0		\$	0
	Repayment of indebtedness		<b>Ψ</b> –	0		Ψ –	0
	Working capital		φ-		•	Ψ <b>–</b>	0
			<b>3</b> _	0	. 🗆	\$_	
	Other (specify): Investment Capital.		* _	0	. 🗹	\$ <u>_</u>	310,741,440
	Column Totals		\$_	0	. 🗹	<b>\$</b> _	310,741,440
	Total Payments Listed (column totals added)	310,741,440					
	D. FEDERAL SIGNATUI	RE	. 4				
fc	ne issuer has duly caused this notice to be signed by the undersigned duly authorallowing signature constitutes an undertaking by the issuer to furnish to the U.S. So its staff, the information furnished by the issuer to any non-accredited investor pursue.	ecurit	ies ar	nd Exchange Comn	nission,	upon	
Gol	er (Print or Type) dman Sachs Hedge Fund Partners itutional, Ltd. Signature			Date August <u>X</u> , 200:	5		
Nar	ne of Signer (Print or Type)  Title of Signer (Print or Type)						
Day	id S. Plutzer Vice President of the Issuer's Invest	ment	Mar	nager			

# **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).